

**L02000019310****Florida Department of State**

Division of Corporations

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Fax Number : (850) 205-0383

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Account Name : EMPIRE CORPORATE KIT COMPANY  
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TALLAHASSEE, FLORIDA

**LIMITED LIABILITY COMPANY****kleaners of key biscayne, L.L.C.**

Name	
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 19, 2002

EMPIRE CORPORATE KIT COMPANY

SUBJECT: KLEANERS OF KEY BISCAYNE, LLC  
REF: W02000020961

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on July 19, 2002. Please amend your document accordingly.

In Article II you state existence shall commence upon the date of subscription and acknowledgment (which is July 5th). We would have had to receive this by July 12th to have that effective date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Corporate Specialist

FAX Aud. #: H02000169054  
Letter Number: 302A00044412

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

#02000169054

ARTICLES OF ORGANIZATION

OF

KLEANERS OF KEY BISCAYNE, L.L.C.

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company (L.L.C.) Under the laws of the State of Florida.

ARTICLE I

NAME OF COMPANY

The name of this Limited Liability Company shall be:

KLEANERS OF KEY BISCAYNE, L.L.C.

ARTICLE II

DURATION/CONTINUATION AND COMMENCEMENT OF EXISTENCE

This Limited Liability Company shall exist in perpetuity from date of filing hereof unless sooner terminated as provided herein. Existence shall commence upon the date of filing and acknowledgment hereof.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of this Limited Liability Company's principal office is 8862 S.W. 129<sup>th</sup> Terrace, Miami, FL 33176.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Limited Liability Company is VIVIAN VASQUEZ. The street address of the initial registered office of this Limited Liability Company in the State of Florida is 8862 S.W. 129<sup>th</sup> Terrace, Miami, FL 33176.

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ARTICLE VI

CAPITAL

The initial capital of the Limited Liability Company is \$20,00.00, which shall be paid entirely in cash.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing Members.

ARTICLE VIII

DISSOLUTION; WINDING UP; LIQUIDATION

A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Termination of the term specified herein.
2. Withdrawal, retirement, death or expulsion of any Member.
3. Dissolution or bankruptcy or any Member who is an entity.
4. Agreement of the Members.
5. Upon one (1) year prior written notice of demand for dissolution given by a Member.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company if there is the consent of all of the remaining members.

ARTICLE IX

MANAGEMENT

The Limited Liability Company shall be managed by its members whose respective names and addresses are listed below:

CAPITAL

V.M.C. INTERNATIONAL FRANCHISING, L.L.C.

VIVIAN VASQUEZ, Managing Member

8862 S. W. 129th Terrace

Miami, FL 33176

\$20,000.00

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ARTICLE X

RESTRICTION ON TRANSFER

No member may transfer or assign her interest in the Limited Liability Company except upon unanimous consent of the existing members.

ARTICLE XI

AMENDMENT OF REGULATIONS

The power to adopt, alter, amend or repeal the Regulations of this Limited Liability Company shall be vested in the Members of the Company.

ARTICLE XII

MEMBERS

The names and addresses of the Members executing the Articles of Organization are as follows:

V.M.C. INTERNATIONAL FRANCHISING, L.L.C.

VIVIAN VASQUEZ, Managing Member

8862 S. W. 129th Terrace

Miami, FL 33176

IN WITNESS WHEREOF, the undersigned Member has hereunto set her hands and seals this 5 day of July, 2002.

V.M.C. INTERNATIONAL FRANCHISING, L.L.C.

BY:

Vivian Vasquez  
VIVIAN VASQUEZ, Managing Member

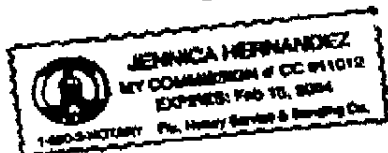
STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

:SS

The foregoing instrument was acknowledged before me this 5 day of July, 2002, by VIVIAN VASQUEZ, Managing Member V.M.C. INTERNATIONAL FRANCHISING, L.L.C., who is/are personally known to me, and who did take an oath.

My Commission expires:



NAME

NOTARY PUBLIC-STATE OF FLORIDA  
COMMISSION NO.

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FIRST, THAT KLEANERS OF KEY BISCAYNE, L.L.C., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, HAS NAMED VIVIAN VASQUEZ AS MANAGING MEMBER OF V.M.C. INTERNATIONAL FRANCHISING, L.L.C., LOCATED AT CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

V.M.C. INTERNATIONAL FRANCHISING, L.L.C.

SIGNATURE: BY: *Vivian Vasquez*  
VIVIAN VASQUEZ, Managing Member  
(SUBSCRIBER)

DATE:

7/5/2002

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I, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

V.M.C. INTERNATIONAL FRANCHISING, L.L.C.

SIGNATURE: BY: *Vivian Vasquez*  
VIVIAN VASQUEZ, Managing Member  
(RESIDENT AGENT)

DATE:

7/5/2002

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